

Lindsee P. Granfield  
Lisa M. Schweitzer  
CLEARY GOTTLIEB STEEN & HAMILTON LLP  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000

*Attorneys for Barclays Capital Inc.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
Debtors.	:	(Jointly Administered)
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**STATEMENT OF BARCLAYS CAPITAL INC. IN CONNECTION  
WITH THE MOTION OF PIPER JAFFRAY & CO. FOR LEAVE TO  
CONDUCT DISCOVERY PURSUANT TO FED. R. BANKR. P. 2004 OF  
DEBTOR LEHMAN COMMERCIAL PAPER INC.**

Barclays Capital Inc. ("Barclays") by and through its undersigned counsel, hereby submits this statement (the "Statement") in connection with the Motion Of Piper Jaffray & Co. ("Piper Jaffray") For Leave To Conduct Discovery Pursuant To Fed. R. Bankr. P. 2004 Of Debtor Lehman Commercial Paper Inc., dated December 18, 2008 (the "Motion") (D.I. 2311). In support of its Statement, Barclays states as follows:

**BACKGROUND**

1. On September 15, 2008, Lehman Brothers Holdings Inc. ("LBHI") commenced a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Subsequently, certain affiliates of LBHI have also filed voluntary petitions under chapter 11 of the Bankruptcy Code, including, on September 16, 2008, LB 745 LLC, and

on October 5, 2008, Lehman Commercial Paper Inc. (“LCPI”). The cases of LBHI, LB 745 LLC, LCPI as well as other affiliates of LBHI that have filed voluntary petitions under chapter 11 of the Bankruptcy Code (collectively, “Lehman” or the “Debtors”) are jointly administered.

2. On September 19, 2008, a proceeding was also commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”), and James W. Giddens was appointed as Trustee under the SIPA to administer LBI’s estate.

3. On September 19, 2008, this Court approved the sale of certain assets of LBHI, LBI and LB 745 LLC to BarCap pursuant to that certain Asset Purchase Agreement, dated as of September 16, 2008 (as amended, modified and clarified, the “Purchase Agreement”).<sup>1</sup>

4. On December 18, 2008, Piper Jaffray filed a Motion seeking an order (the “Proposed Order”) authorizing and directing discovery in the form of document production from LCPI “and other entities” (which the Proposed Order defines as the “Debtors”) relating to (a) the location of accounts established pursuant to the Operating Agreement for LPJ Aircraft (as defined in the Motion), (b) the location and amount of proceeds realized from the sale of certain aircraft, (c) the location of certain shares in Northwest Airlines, Inc. and (d) an accounting of the Piper Capital Account (as defined in the Motion). The Motion notes that “[t]he account(s) in which assets of LPJ Aircraft may be held may be in the possession of the SIPA Trustee or it (they) may have been transferred to Barclays Bank PLC.” Motion ¶ 11.

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<sup>1</sup> See Order Under 11 U.S.C. §§ 105(a), 363, and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) the Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases (D.I. 258).

**STATEMENT**

5. The Motion and the Proposed Order seek authorization from this Court to obtain discovery only from the Debtors, and accordingly, Barclays takes no position on the Rule 2004 application itself to the extent it seeks discovery from the chapter 11 Debtors.

6. Out of an abundance of caution, however, Barclays files this Statement in light of the Motion's reference to Barclays Bank PLC. Neither Barclays Bank PLC nor LCPI were a party to the Purchase Agreement, such that Barclays Bank PLC did not acquire any of the Debtors' assets, nor were any of LCPI's assets conveyed to Barclays. As such, Barclays does not understand the Motion's reference to Barclays Bank PLC, and it is not clear why Barclays Bank PLC would have any relevant information concerning the discovery sought by Piper Jaffray. Nor has Piper Jaffray informally contacted Barclays in an effort to obtain information from Barclays Bank PLC regarding the subject of the Motion.

Dated: New York, New York  
January 9, 2009

Respectfully submitted,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: /s/ Lisa M. Schweitzer

Lindsee P. Granfield  
Lisa M. Schweitzer  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000

*Attorneys for Barclays Capital Inc.*